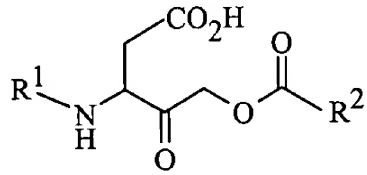
In the claims:

Please cancel claim 31 without prejudice.

1. **(twice amended)** A compound of the Formula I



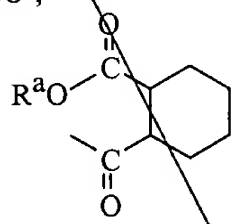
I

wherein R^1 is R^3OC-,

R^3CO-,

R^3SO_2-,

R^5NCHR^6CO-,



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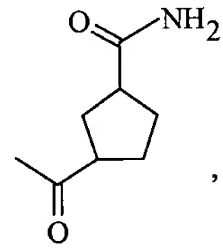

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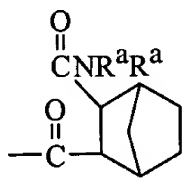

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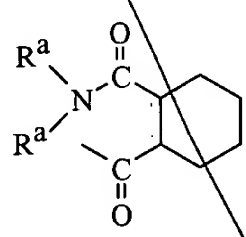

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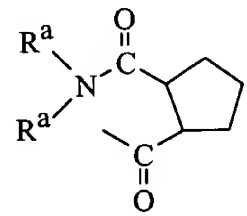


;

each R^a is independently hydrogen, C_1-C_6 alkyl, or -$(CH_2)_n$ aryl;

R^2 is -$(CRR)_n$-aryl,

-$(CRR)_n$-X-aryl,

$-(CRR)_n$-heteroaryl,

$-(CRR)_n$-X-heteroaryl,

$-(CRR)_n$-(substituted-heteroaryl),

$-(CRR)_n$-(substituted-aryl),

$-(CRR)_n$-X-(substituted-aryl),

$-(CRR)_n$-aryl-aryl,

$-(CRR)_n$-aryl-heteroaryl,

$-(CRR)_n$-aryl-$(CH_2)_n$-aryl,

$-(CRR)_n$-CH(aryl)2,

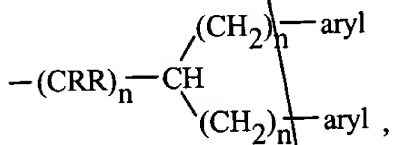
$-(CRR)_n$-cycloalkyl,

$-(CRR)_n$-X-cycloalkyl,

$-(CRR)_n$-heterocycle,

$-(CRR)_n$-X-heterocycle,

$-(CRR)_n$ substituted heterocycle,



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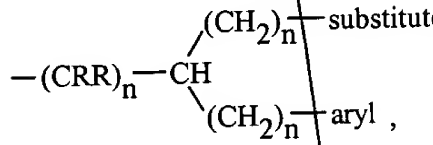

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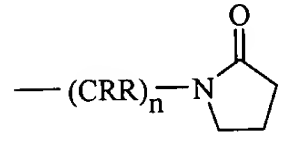

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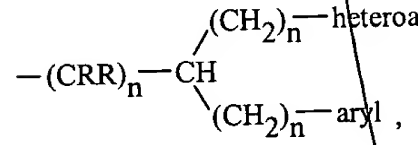

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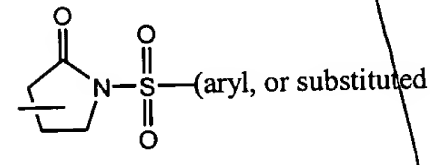

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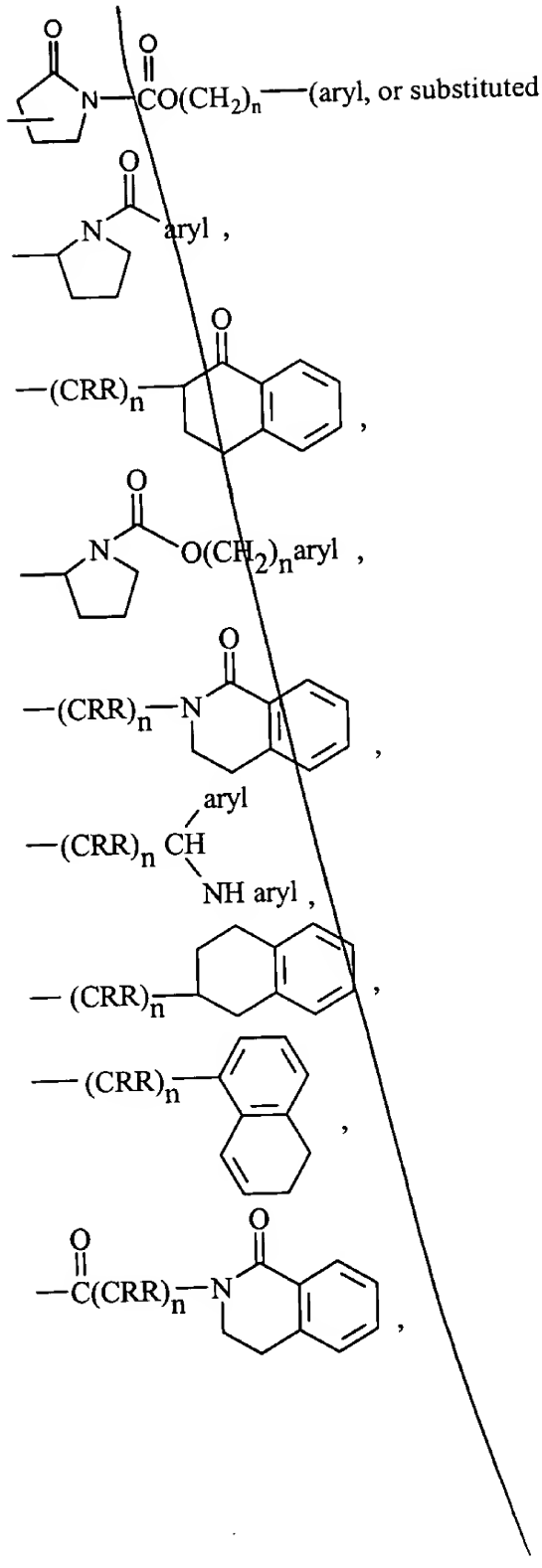
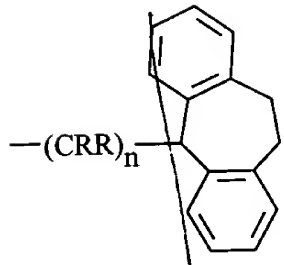
B' cont'd


O
O
N
CO(CH2)n
(aryl, or substituted aryl) ,
O
N
aryl ,
O
—(CRR)n
,
O
N
O(CH2)naryl ,
O
—(CRR)n—N
,
aryl
—(CRR)n CH
NH aryl ,
— (CRR)n
,
— (CRR)n
,
O
O
—C(CRR)n—N
,

B cont'd



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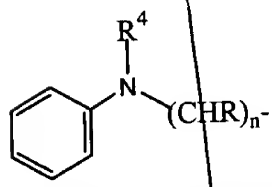
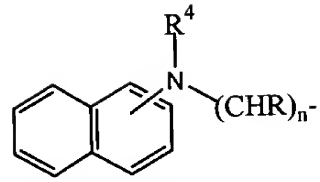


or



;

each R is independently hydrogen, C_1-C_6 alkyl, halogen or hydroxy;

X is O or S;

R^3 is C_1-C_6 alkyl,

aryl,

heteroaryl,

-$(CHR)_n$-aryl,

-$(CHR)_n$-heteroaryl,

-$(CHR)_n$-substituted heteroaryl,

-$(CHR)_n$-substituted aryl,

-$(CRR)_nCOR^a$,

-$(CRR)_nS(CH_2)_n$-aryl,

cycloalkyl,

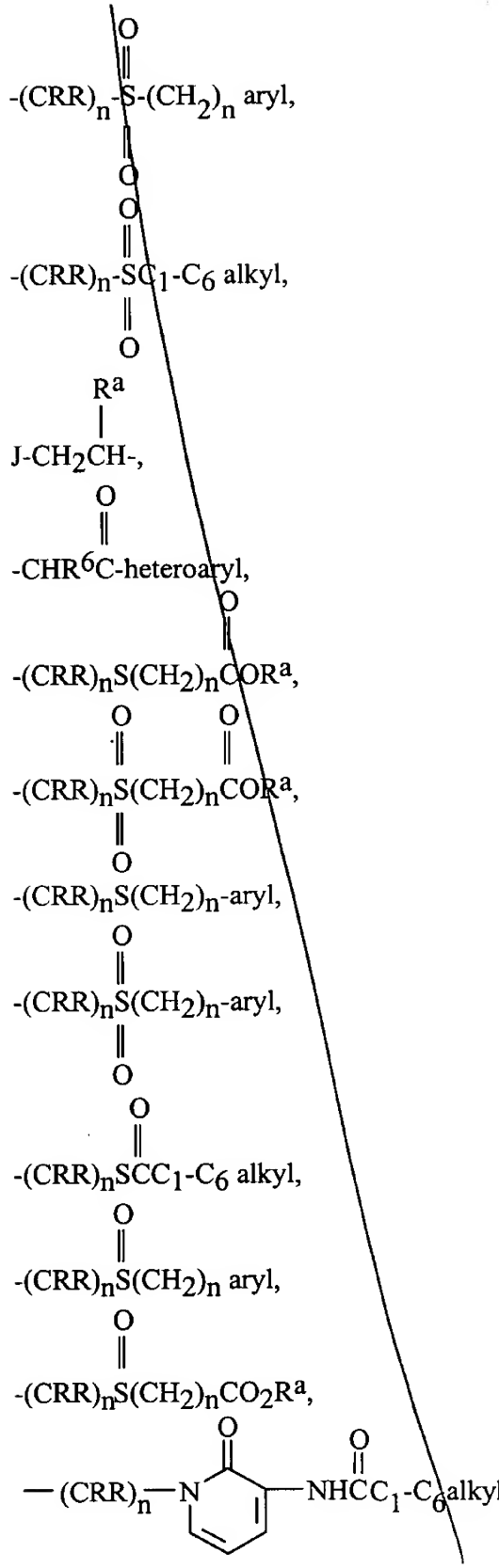
substituted cycloalkyl,

heterocycle,

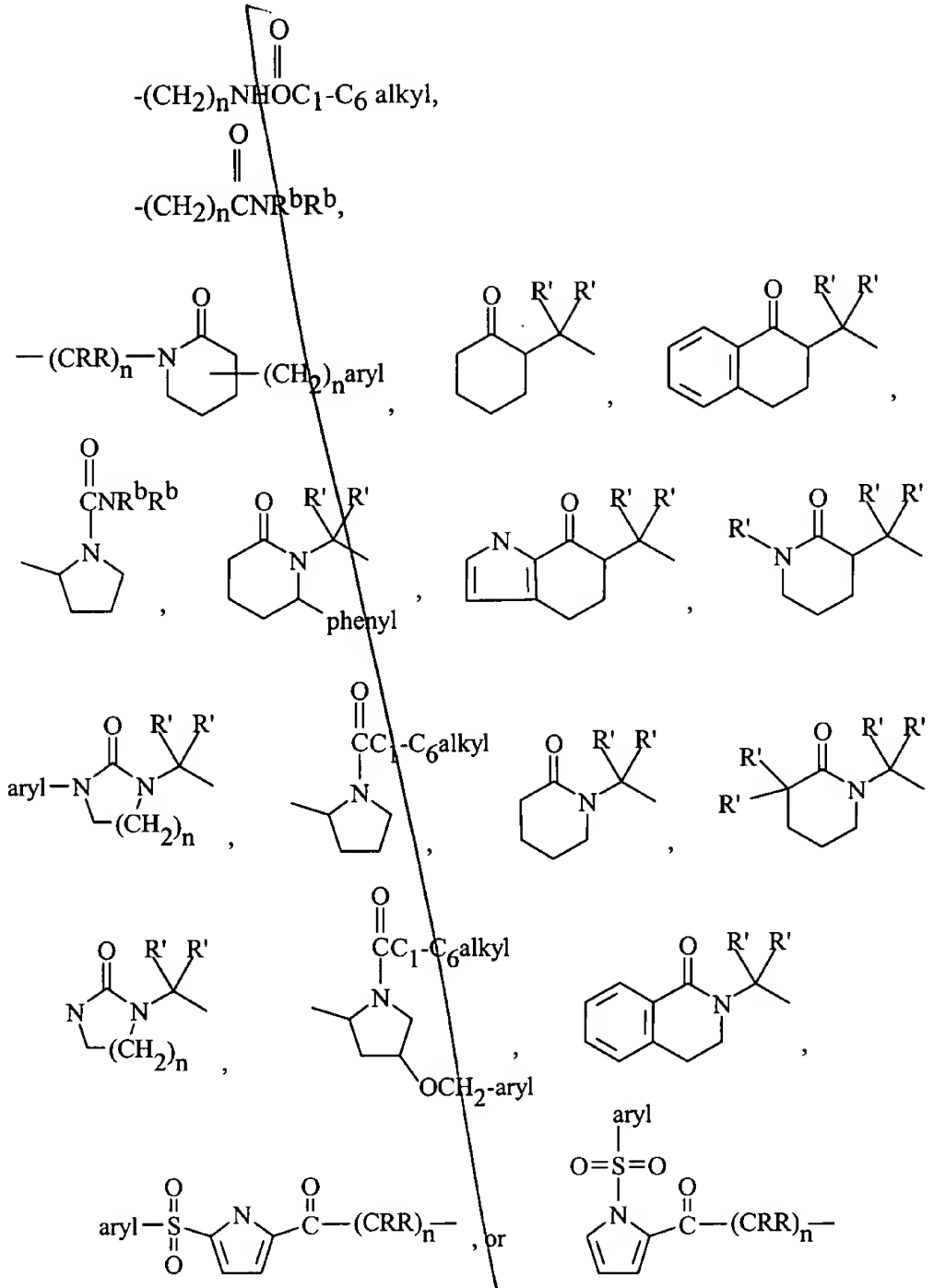
substituted heterocycle,

-$(CRR)_nCNR^aR^a$,

B cont'd


-(CRR)n-S-(CH2)n aryl,
-(CRR)n-SC1-C6 alkyl,
Ra
J-CH2CH-,
-CHR6C-heteroaryl,
-(CRR)nS(CH2)nCORa,
-(CRR)nS(CH2)nCORa,
-(CRR)nS(CH2)n-aryl,
-(CRR)nS(CH2)n-aryl,
-(CRR)nSCC1-C6 alkyl,
-(CRR)nS(CH2)n aryl,
-(CRR)nS(CH2)nCO2Ra,
—(CRR)n—N
NHCC1-C6alkyl

R 1 contd



, or

each R′ is independently C_1-C_6 alkyl,

C_1-C_6 alkylaryl,

aryl, or

hydrogen;

R1 cont'd

each J is independently

$-CO_2R^b$,

$-CONR^bR^b$,

$-SO_2NR^bR^b$, or

$-SO_2R^b$;

each R^b is independently hydrogen, C_1-C_6 alkyl, aryl, substituted aryl; arylalkyl, heteroarylalkyl, substituted arylalkyl, or substituted heteroarylalkyl;

R^4 is hydrogen,

C_1-C_6 alkyl,

$CH_3OC(=O)$-,

-phenyl, or

C_1-C_6 alkyl $C(=O)$-;

R^5 is C_1-C_6 alkyl-CO-,

$-(CH_2)_n$ aryl,

C_1-C_6-alkyl$OC(=O)$-,

C_1-C_6-alkyl-X-$(CH_2)_nCO$,

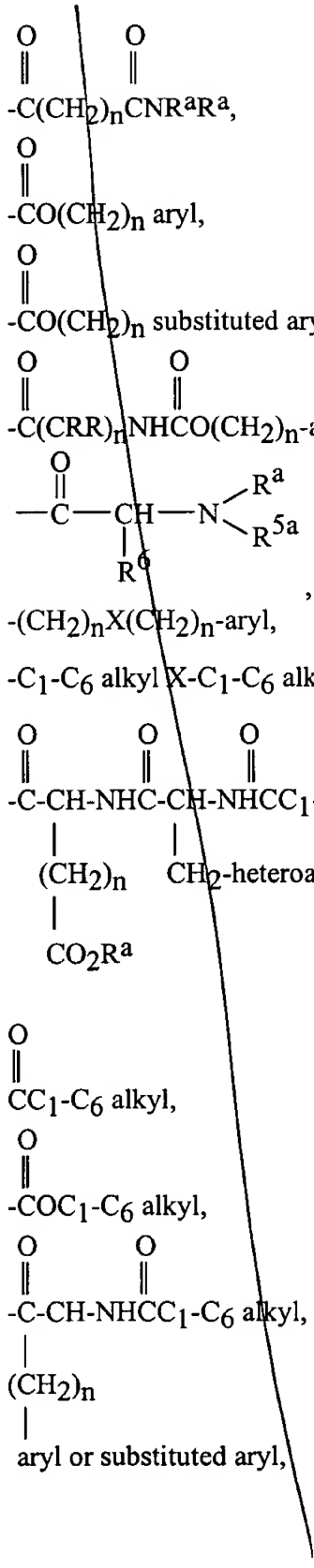
C_1-C_6-alkyl-X-$(CH_2)_nOC(=O)$-,

$-C(=O)(CRR)_n$aryl,

$-CNR^aR^a$,

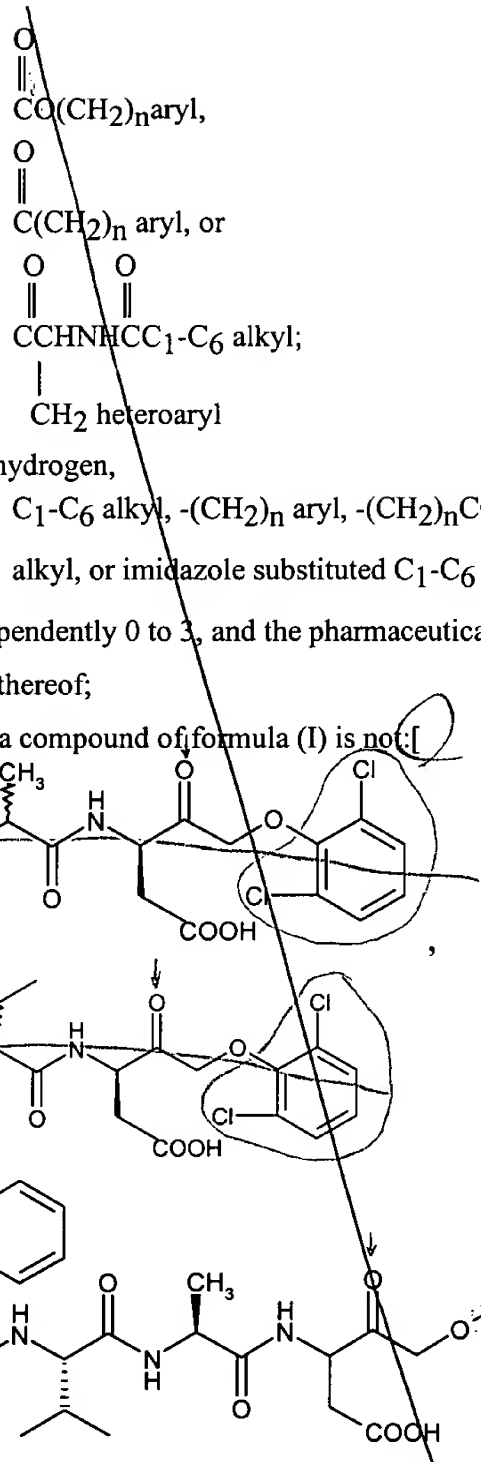
$-SC(=O)C_1$-C_6 alkyl,

R1 cont'd



B1 contd

R^{5a} is



$CO(CH_2)_n$aryl,

$C(CH_2)_n$ aryl, or

$CCHNHCC_1$-C_6 alkyl;

CH_2 heteroaryl

R^6 is hydrogen,

C_1-C_6 alkyl, $-(CH_2)_n$ aryl, $-(CH_2)_nCO_2R^a$, hydroxyl substituted C_1-C_6 alkyl, or imidazole substituted C_1-C_6 alkyl;

each n is independently 0 to 3, and the pharmaceutically acceptable, salts, esters, amides, and prodrugs thereof;

provided that a compound of formula (I) is not:[

,

or]

;

and further provided that:

(a) when R^2 is aryl, substituted aryl, cycloalkyl, phenyl-phenyl-CH_2-, piperidino, heteroaryl or substituted heteroaryl; and R^1 is $(R^5R^a)N$-$CH(R^6)$-CO-, then R^a is not hydrogen when

R^6 is a side chain of an amino acid;

R^5 is aryl-C(O)-, aryl $-(CH_2)$-O-C(O)-NH-CH(R)-C-(O)-;

where R is H or $(C_1$-$C_6)$alkyl or R^{5a}-NH-CH(R^6)-C(O)-;

where R^6 is a side chain of an amino acid and R^{5a} is an amino acid protecting group;

(b) when R^1 is R^3-O-C(O)- where R^3 is CH_2=CH-CH_2-, then R^2 is not Ph$(CH_2)_2$-, PhO$(CH_2)_2$-, trans-PhCH=CH or cyclohexyl$(CH_2)_2$;

(c) when R^1 is (R^5R^a)N-CH(R^6)-CO-;

where R^6 is H, $(C_1$-$C_6)$alkyl, benzyl or hydroxyalkyl;

R^a is H, $(C_1$-$C_6)$alkyl, phenyl or benzyl; and

R^5 is –C(O)-O-$(C_1$-$C_6)$alkyl, -C(O)-N(R^aR^a), -C(O)-$(C^1$-$C^6)$alkyl, -phenyl-O-$(C_1$-$C_6)$alkyl or –phenyl-$(CH_2)_{1\text{-}4}$-N(R^aR^a);

then R^2 is not a phenyl or naphthyl group optionally substituted with one or more substituents selected from the group consisting of halogen, hydroxy, CF_3, NO_2, $(C_1$-$C_6)$alkoxy, -CO-$(C_1$-$C_6)$alkyl, -NR^aC(O)-$(C_1$-$C_6)$alkyl, -CON(R^aR^a), -SO_2N(R^aR^a), -SO_2-$(C_1$-$C_6)$alkyl, -COO-$(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkyl, cycloalkyl and –O-$(CH_2)_{1\text{-}6}$-phenyl-O-$(C_1$-$C_6)$alkyl; and

(d) when R^1 is R^5-NH-CH(R^6)-C(O)-, where R^5 is R^{5a}-NH-CH(R^6)-C(O)- and R^{5a} is -C(O)-$(C_1$-$C_6)$alkyl or -C(O)-aryl, then R^2 is not mono-, di-, tri-, tetra- or penta-substituted phenyl or mono-, di-, tri-substituted phenyl, 1-naphthyl, 9-anthracyl or 2-, 3- or 4-pyridyl.

20. (**amended**) ~~A compound~~ in accordance with Claim 1 wherein each R^a is hydrogen; [R^2] $\underline{R^1}$ is benzyloxycarbonyl, ... *~~In order to save space,~~ Applicants have omitted structural formulas here because the sole amendment to ~~claim 20~~ is to replace "R^2" with --R^1--.*

51. (**new**) The compounds:

3-Benzenesulfonylamino-5-(naphthalene-1-yl-acetoxy)-4-oxo-pentanoic acid;

3-Methoxycarbonylamino-5-(naphthalene-1-yl-acetoxy)-4-oxo-pentanoic acid;

5-(Naphthalene-1-yl-acetoxy)-4-oxo-3-(3-phenyl-propionylamino)-pentanoic acid;

3-Methoxycarbonylamino-4-oxo-5-phenoxyacetoxy-pentanoic acid; and

3-(2-Methanesulfonyl-1-methyl-ethylsulfonylamino)-5-(naphthalene-1-yl-acetoxy)-4-oxo-pentanoic acid.

B3 concld